

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re: :
: **Chapter 11 Case Nos.**
RANDALL'S ISLAND FAMILY :
GOLF CENTERS, INC., *et al.*, : **00-41065 (SMB) through**
: **00-41196 (SMB)**
Debtors. :
: **(Jointly Administered)**
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**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF RANDALL'S ISLAND FAMILY GOLF CENTER,
INC., *et al.*, FOR AN ORDER UNDER BANKRUPTCY CODE SECTIONS
328(a), 504, and 1103 and BANKRUPTCY RULES 2014(a) and 2016(b)
AUTHORIZING THE EMPLOYMENT AND RETENTION *NUNC PRO
TUNC* TO MAY 12, 2000 OF BERLACK, ISRAELS & LIBERMAN LLP
AS COUNSEL FOR THE COMMITTEE**

TO THE HONORABLE STUART M. BERNSTEIN,
CHIEF UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the "Committee")
appointed in the chapter 11 case of Randall's Island Family Golf Center, Inc., *et al.*¹,

¹ On May 4, 2000 the Court ordered the following chapter 11 cases to be consolidated for procedural purposes only and to be jointly administered: Randall's Island Family Golf Centers, Inc.; 82nd Avenue Golf Range, Inc.; Alpharetta Family Golf Centers, Inc.; Blue Eagle (OP) Inc.; Blue Eagle of Florida, Inc.; Blue Eagle of Kansas, Inc.; Bronx Family Golf Centers, Inc.; Brooklyn Family Golf Centers, Inc.; Broward Family Golf Centers, Inc.; C.B. Family Golf Centers, Inc.; Carlsbad Family Golf Centers, Inc.; Carolina Springs Family Golf Centers, Inc.; Carver Family Golf Centers, Inc.; Cerritos Family Golf Centers, Inc.; Chicago Family Golf Centers, Inc.; Cincinnati Family Golf Centers, Inc.; Commack Family Golf Centers, Inc.; Confidence Golf, Inc.; County Line Family Golf Centers, Inc.; Darlington Family Golf Centers, Inc.; Denver Family Golf Centers, Inc.; Eagle Quest Golf Centers (H.P.) Inc.; Eagle Quest Golf Centers (California) Inc.; Eagle Quest Golf Centers (Texas II) Inc.; Eagle Quest Golf Centers (Texas) Inc.; Eagle Quest Golf Centers (U.S.) Inc.; Eagle Quest Golf Centers (Washington II), Inc.; Eagle Quest Golf Centers (Washington) Inc.; Eagle Quest Golf Centers Entertainment Inc.; Easton Family Golf Centers, Inc.; El Cajon Family Golf Centers, Inc.; Elk Grove Family Golf Centers, Inc.; Encino/Balboa Family Golf Centers, Inc.; Englewood Family Golf Centers, Inc.; Evergreen Family Golf Centers, Inc.; Evergreen Golf Course, L.L.C.; Fairfield Family Golf Centers, Inc.; Family Golf Acquisition, Inc.; Family Golf Centers, Inc.; Family Golf Vending, Inc.; Federal Way Family Golf Centers, Inc.; Flanders Family Golf Centers, Inc.; Flemington Family Golf Centers, Inc.; GBGC Family Golf Centers, Inc.; Genprop, LLC; Global/Golf Gavilan; Golden Spikes, Inc.; Golf Park, Inc.; Goose Creek Golf Partners L.P.; Green Valley Family Golf Centers, Inc.; Green Valley Ranch Golf Course, LLC; Greenville Family Golf Centers, Inc.; Holbrook Family Golf Centers, Inc.; Iceworks of America, Inc.; Illinois (cont.)

(collectively, the “Debtors”) submits this application (the “Application”) for an order, pursuant to sections 328(a), 504, and 1103 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the employment and retention of Berlack, Israels & Liberman LLP (“BI&L”) as attorneys for the Committee. In support of this Application, the Committee submits the Affidavit of Edward S. Weisfelner (“Weisfelner Affidavit”), a partner of BI&L, a copy of which is annexed hereto as Exhibit A, and states as follows:

JURISDICTION AND VENUE

Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction over this matter. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. The statutory predicates for the relief sought herein are sections 328, 504 and 1103 of the Bankruptcy Code.

(cont.)

Center Golf Partners, L.P.; IMG Properties, Inc.; Indian River Family Golf Centers, Inc.; Interbay Family Golf Centers, Inc.; International Skating Center of Connecticut, LLC; Kansas City Family Golf Centers, Inc.; Kansas Family Golf Centers, Inc.; Lake Grove Family Golf Centers, Inc.; Lodi Family Golf Centers, Inc.; Maineville Family Golf Centers, Inc.; Margate Family Golf Centers, Inc.; Mesa Family Golf Centers, Inc.; MetroGolf Illinois Center, Inc.; MetroGolf Incorporated; MetroGolf Management, Inc.; MetroGolf New York, Inc.; MetroGolf San Diego, Inc.; MetroGolf Virginia, Inc.; Milpitas Family Golf Centers, Inc.; Milwaukee Family Golf Centers, Inc.; Olney Family Golf Centers, Inc.; Orient Associates International, Inc.; Overland Family Golf Centers, Inc.; Overland Park, LLC; Palm Desert Family Golf Centers, Inc.; Palm Family Golf Centers, Inc.; Pardoc Vending Corp.; Peachtree Family Golf Centers, Inc.; Pelham Family Golf Centers, Inc.; Philadelphia Family Golf Centers, Inc.; Pinnacle Entertainment, Inc.; Portland Family Golf Centers, Inc.; Precision Courses, Inc.; Privatization Plus, Inc.; Raleigh Family Golf Centers, Inc.; Recreational Management Corporation; Recreational Management Services Corporation; Recreational Management Services of New Jersey, Inc.; Richmond Family Golf Centers, Inc.; RMSC of California, Inc.; Sacramento Family Golf Centers, Inc.; San Bruno Family Golf Centers, Inc.; San Jose Family Golf Centers, Inc.; Shelton Family Golf Centers, Inc.; SkateNation Inc.; SkateNation of Piney Orchard, L.L.C.; SkateNation of Prince William, L.L.C.; SkateNation of Reston, LLC; SkateNation of Richmond South, LLC; SkateNation of Richmond West, L.L.C.; Skycon Construction Co.; Skydrive Alley Pond Company, Inc.; Skydrive Co., Inc.; Skydrive Greenburgh Co.; Skydrive Willowbrook NJ, Inc.; Solano Golf Center, L.P.; Sports Plus Cincinnati, Inc.; Sports Plus New Rochelle, Inc.; Sports Plus Properties, Inc.; Sports Plus Properties, LLC; Sports Plus Raleigh, Inc.; Sports Plus Woodbridge, Inc.; St. Louis Family Golf Centers, Inc.; Stuart Family Golf Centers, Inc.; Tempe Family Golf Centers, Inc.; The Practice Tee, Inc.; The Seven Iron, Inc.; TPT El Segundo, Inc.; Tucson Family Golf Centers, Inc.; Valley View Family Golf Centers, Inc.; Vintage New York Golf, L.L.C.; Virginia Beach Family Golf Centers, Inc.; Voorhees Family Golf Centers, Inc.; West Palm Beach Family Golf Centers, Inc.; Westminster Family Golf Centers, Inc.; Whitehall Family Golf Centers, Inc.; Wichita Family Golf Centers, Inc.; Yorktown Family Golf Centers, Inc.

BACKGROUND

1. On May 4, 2000, each of the Debtors filed their respective voluntary petitions for relief pursuant to chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2. The Debtors' chapter 11 cases were administratively consolidated and are being jointly administered. No trustee or examiner has been appointed in the Debtors' cases.

3. Under section 1102(a) and 1102(b) of the Bankruptcy Code, on May 12, 2000, the United States Trustee formed the Committee and appointed the following entities to serve as its members: Spalding Sports Worldwide, Inc. ("Spalding"); Ashworth, Inc.; Adams Golf, Inc.; United States Trust Company of New York (as Indenture Trustee) ("U.S. Trust"); S.A.C. Capital Associates, LLC; LC Capital Partners, LP; and PJ Venture. A copy of the notification by the United States Trustee is annexed hereto as Exhibit B.

4. On May 12, 2000, the Committee met and elected Spalding and U.S. Trust as its co-chairpersons. At that same meeting, the Committee selected BI&L as its counsel, subject to this Court's approval.

RELIEF REQUESTED

5. Pursuant to sections 328(a), 504, and 1103 of the Bankruptcy Code, and by this Application, the Committee seeks authority to retain BI&L as its counsel regarding all matters related to the Debtors' chapter 11 cases.

6. The Committee selected BI&L because of its extensive experience and knowledge of bankruptcy matters and believes BI&L is well qualified to represent the Committee in these cases. For example, BI&L has represented official creditors' or equity committees in the following significant Chapter 11 cases:

A.H. Robbins Company, Incorporated (E.D. Va.)
Allis-Chalmers Corporation (S.D.N.Y.)
Anglo Energy Limited (S.D.N.Y.)
BASIX Corporation (S.D.N.Y.)
Caldor Corporation (S.D.N.Y.)
Carolina Steel Corporation (S.D.N.Y.)
Continental Airlines, Inc. (S.D. Tex.)
Crazy Eddie, Inc. (S.D.N.Y.)
David Schick and Venture Mortgage Corp. (S.D.N.Y.)
Days Inns of America, Inc. (D. Del.)
Eastern Air Lines, Inc. (S.D.N.Y.)
Gordon Jewelry Corporation (Zale Corporation) (N.D. Tex.)
Insilco Corporation (W.D. Tex.)
Integrated Resources, Inc. (S.D.N.Y.)
Mercury Finance Company (N.D. Ill.)
NACO Finance Corporation (N.D. Tex.)
Prisma Systems Corporation (N.D.N.Y.)
Revere Copper and Brass (S.D.N.Y.)
R.H. Macy & Co., Inc. (S.D.N.Y.)
Salant Corporation (S.D.N.Y.)
Service America Corporation (D. Conn.)
Texscan Corporation (D. Ariz.)
Todd Shipyards Corporation (D.N.J.)
Tracor Holdings, Inc. (W.D. Tex.)
Trump Taj Mahal Associates (D.N.J.)

BI&L'S ROLE

7. Subject to the direction of the Committee, and further order of this Court, the professional services to be rendered by BI&L for the Committee will include the following:

- (a) assisting and advising the Committee in its discussions with the Debtors, the United States Trustee, and any other committee(s) appointed herein relative to the overall administration of these cases;
- (b) representing the Committee at hearings to be held before this Court and communicating with the Committee regarding the matters heard and the issues raised as well as the decisions and considerations of this Court;
- (c) assisting and advising the Committee in its examination and analysis of the Debtors' affairs;
- (d) reviewing and analyzing pleadings, orders, schedules, and other documents filed and to be filed with this Court by interested parties in these cases; advising the Committee as to the necessity, propriety and impact of the foregoing upon these cases and, after consultation with and

approval by the Committee, consenting or objecting to pleadings or orders on behalf of the Committee, as appropriate;

- (e) assisting the Committee in preparing such applications, motions, memoranda, proposed orders and other pleadings as may be required in support of positions taken by the Committee, as well as preparing witnesses and reviewing documents relevant thereto;
- (f) coordinating the receipt and dissemination of information prepared by and received from professionals, as well as such information as may be received from professionals engaged by the Committee or other parties in interest in these cases;
- (g) conferring with the professionals retained by the Debtors and other parties in interest, as well as with such professionals as may be selected and employed by the Committee;
- (h) participating in such examinations of the Debtors and other witnesses as may be necessary in order to analyze and determine, among other things, the Debtors' assets and financial condition, whether the Debtors have made any avoidable transfers of property, or whether causes of action exist on behalf of the Debtors' estates;
- (i) negotiating and formulating a plan of reorganization for the Debtors; and
- (j) assisting the Committee generally in performing such other services as may be desirable or required pursuant to Section 1103 of the Bankruptcy Code.

8. The Committee believes that it is necessary to employ counsel to render the professional services to the Committee as described above in order to facilitate the Committee's tasks. Further, the Committee believes that BI&L is well qualified to handle the demanding legal work required in these cases.

9. The Committee intends to work closely with BI&L to ensure no duplication of services is performed or charged in these chapter 11 cases.

BI&L DISCLOSURE

10. Except as is set forth in the affidavit of Edward S. Weisfelner, a copy of which is annexed hereto as Exhibit A, or as is otherwise provided herein, BI&L has not represented any other entity in connection with this case. From time to time BI&L has represented, and will

likely represent, various other creditors of the Debtors and other parties adverse to the Debtors' creditors in matters unrelated to these Chapter 11 cases. As provided in the Weisfelner Affidavit, BI&L has undertaken a thorough search to determine and disclose representation of any significant creditor, insider or other party in interest in such unrelated matters.

11. In the event BI&L discovers any other connections with any parties in interest, or any other information pertinent to this Application under the requirements of Bankruptcy Rule 2014, a subsequent disclosure shall be promptly made.

12. The Committee believes that BI&L does not hold or represent any interest adverse to the Committee in respect of the matters upon which BI&L is to be engaged, and that BI&L's employment is necessary and in the best interests of the Committee.

BI&L COMPENSATION

13. The Committee requests that BI&L be allowed compensation for its services and reimbursement for its expenses in accordance with Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 upon submission of appropriate applications therefor, subject to the review and approval of this Court. Each application shall be reviewed and approved by the Committee prior to being filed with this Court. BI&L proposes to render the foregoing services on the basis of its customary fee structure in place when services are rendered. The following fee structure is currently in place but is subject to periodic adjustments: partners \$325 to \$450; associates \$205 to \$325; and paraprofessionals \$95 to \$135. The primary partner who will represent the Committee is Edward S. Weisfelner, whose billing rate is \$450 per hour. Mr. Weisfelner, as well as certain other members and associates who will be employed in these chapter 11 cases, are members in good standing of, among others, the Bar of the State of New York and the United States District Court for the Southern District of New York.

14. Pursuant to section 328(a) of the Bankruptcy Code, the employment of professional persons are authorized provided they are based on any reasonable terms and conditions of employment, including on an hourly basis. The Committee will require BI&L to render professional services related to the Debtors' chapter 11 cases; however, the cost of the services cannot be estimated at this time. Therefore, the Committee must employ BI&L under a general retainer to render the foregoing professional services.

15. In respect to the reimbursement of actual and necessary expenses, BI&L's policy is to charge its clients in all areas of practice for expenses incurred in connection with its representation. BI&L charges to its clients include telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcript costs, as well as secretarial overtime. The Committee has been assured that BI&L will charge the Committee for these expenses at rates consistent with charges made to other BI&L clients.

16. BI&L will maintain detailed records of time and expenses incurred in connection with the rendering of the legal services described above by matter and nature of the services rendered.

17. BI&L has not received any payments regarding its professional services or expenses related to BI&L's representation of the Committee in these chapter 11 cases. BI&L has no agreement with any other entity to share with such entity any compensation received by BI&L in connection with these cases.

18. No trustee or examiner has been appointed in these chapter 11 cases. The Committee has provided a notice of this Application to the United States Trustee, Debtors' counsel and all parties who have filed a notice of appearance in these chapter 11 cases.

19. No prior application for the relief requested herein has been made to this or any other Court.

NOTICE

20. Notice of this Application has been given to the Debtors, the Office of the United States Trustee, counsel to the Debtors, the top twenty unsecured creditors of the Debtors, and to all parties who have filed a Notice of Appearance in these cases pursuant to Bankruptcy Rule 2002. The Committee submits that no further notice is required.

WAIVER OF MEMORANDUM OF LAW

21. As there are no novel issues of law raised by this Application, and the Application contains a brief description of relevant law, the Committee respectfully requests that this Court waive the requirement of local Rule 9013-1(b) that a memorandum of law be filed.

WHEREFORE, the Committee respectfully requests that the Court enter the prefixed order approving the Committee's retention of BI&L effective as of May 12, 2000, and that the Court grant the Committee such other and further relief as it deems just and proper.

Dated: New York, New York
May 17, 2000

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

By: United States Trust Company of New York
Its: Co-Chairperson

By: /s/Gerard F. Ganey
Gerard F. Ganey

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